

BALL JANIK LLP

A T T O R N E Y S

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LOUIS E. GITOMER
Of COUNSEL
(202) 466-6532

lgitomer@bjllp.com

July 3, 1996

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Lien Release and Bill of Sale, a secondary document, dated as of April 29, 1996. The primary document to which this document is connected is recorded under Recordation No. 7985. We request that this document be recorded under Recordation No. 7985-E.

The name and address of the party to the Instrument of Lien Release and Bill of Sale is as follows:

Seller:

GATX Capital Corporation (formerly known as GATX Leasing Corporation)
Suite 2200
Four Embarcadero Center
San Francisco, CA 94111

A description of the equipment covered by the document consists of 135 100-ton steel triple hopper cars numbered PPLX 124, 163, 174, 185, 191, 310, 311, 313, 316, 334, 337, 340, 341, 366, 374, 377, 381, 389, 400, 407, 412, 548, 565, 639, 654, 675, 677, 681, 686, 687, 688, 701, 704, 705, 715, 725, 745, 747, 752, 760, 761, 762, 771, 774, and 887-990, inclusive, but excluding 904, 914, 919, 939, 943, 944, 952, 954, 955, 960, 961, 969, and 981.

A fee of \$21.00 is enclosed. Please return the original of the document to:

Counter Party

7985-E
JUL - 3 1996 - 3 06 PM
INTERSTATE COMMERCE COMMISSION

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUL 3 3 06 PM '96

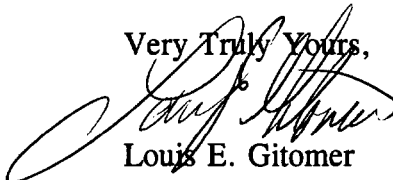
BALL JANIK LLP

Honorable Vernon A. Williams
July 3, 1996
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Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
1455 F Street, N.W.
Suite 255
Washington, DC 20005

A short summary of the document to appear in the index follows: an Instrument of Lien Release and Bill of Sale by GATX Capital Corporation (formerly known as GATX Leasing Corporation), Suite 2200, Four Embarcadero Center, San Francisco, CA 94111, covering 135 100-ton steel triple hopper cars numbered PPLX 124, 163, 174, 185, 191, 310, 311, 313, 316, 334, 337, 340, 341, 366, 374, 377, 381, 389, 400, 407, 412, 548, 565, 639, 654, 675, 677, 681, 686, 687, 688, 701, 704, 705, 715, 725, 745, 747, 752, 760, 761, 762, 771, 774, and 887-990, inclusive, but excluding 904, 914, 919, 939, 943, 944, 952, 954, 955, 960, 961, 969, and 981.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

SURFACE TRANSPORTATION BOARD

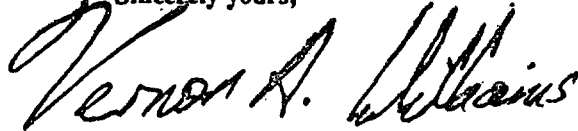
7/3/96

Louis E. Gitomer
Ball Janik LLP
1455 F Street, NW., Ste. 225
Washington, DC., 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/2/96 at 3:10PM, and assigned recordation number(s). 7985-E and 15135-A.

Sincerely yours,

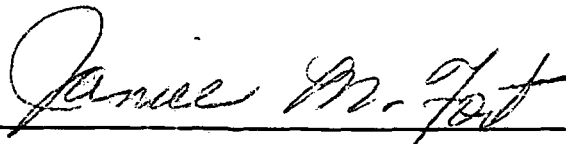


Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



7985-E
RECORDED & INDEXED 1996
JUL - 3 1996 3 10 PM
LEASE TERMINATION INSTRUMENT

The undersigned hereby certify that the Equipment Lease Agreement, dated as of December 15, 1986, (the "Lease"), between GATX Capital Corporation (previously know as GATX Leasing Corporation), as lessor, and Chicago Central & Pacific Railroad Company, as lessee, recorded by the Interstate Commerce Commission on December 23, 1986 under Recordation Number 15135 is hereby terminated.

This Lease Termination Instrument is solely for the purpose of releasing the Equipment identified on Exhibit A (originally bearing road numbers CC964-CC981) from the Lease and is without prejudice to any continuing rights and obligations of the parties under the Lease, as amended.


Dated: June 27, 1996

GATX Capital Corporaton

By:



Its:

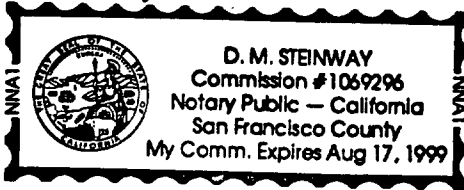
 VICE PRESIDENT

State of California)

County of San Francisco)

On July 1, 1996 before me, Diana Steinway, Notary Public, personally appeared JAMES F. EARL, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



DMS
Notary Public

Capacity Claimed by Signer:

☐ Individual ☒ Corporate Officer VICE PRESIDENT ☐ Partner ☐ Limited ☐ General

☐ Attorney-in-fact ☐ Trustee

Title(s)

☐ Other _____

Signer is Representing GATX CAPITAL CORP.

EXHIBIT A

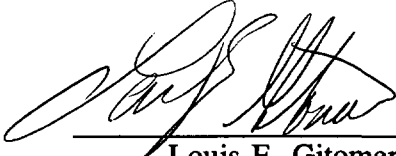
Description of Units: 2000 Horse-power, 4 axle Locomotives

Manufacturer or Vendor: Built by EMD and remanufactured by the Milwaukee Road.

<u>Road Number</u>	<u>Serial Number</u>
964	5552-1
965	5372-1
966	5366-2
967	5367-3
968	5368-4
969	5428-1
970	5428-2
971	5428-3
972	5428-4
973	5428-5
974	5428-6
975	5428-7
976	5428-8
977	5354-1
978	5350-1
979	5350-2
980	5350-3
981	5353-1

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Lease Termination Instrument, dated June 27, 1996, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
July 3, 1996